



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

(817) 333-3187
Docket No. F74320

VIA UPS

October 5, 1994

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. **8228-A** FILED 1428
OCT 6 1994 - 12 05 PM
INTERSTATE COMMERCE COMMISSION

Re: **Document for Recordation: Bill of Sale and Release of Security Interest to St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement Dated as of January 15, 1976 and Related Agreement and Assignment**

Dear Ms. Lee:

I am enclosing 2 counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale and Release of Security Interest, dated September 26, 1994, by which all right, title and interest in and to the existing equipment covered by the Conditional Sale Agreement Dated as of January 15, 1976 is conveyed to Burlington Northern Railroad Company from The Boatmen's National Bank of St. Louis.

The Conditional Sale Agreement Dated as of January 15, 1976, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on March 1, 1976 and assigned Recordation No. 8228. The related Agreement and Assignment was filed simultaneously with the Conditional Sale Agreement with the Interstate Commerce Commission on March 1, 1976 and therefore also assigned Recordation No. 8228.

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The names and addresses of the parties to the transaction are:

Trustee: The Boatmen's National Bank of St. Louis
510 Locust Street
P.O. Box 14768
St. Louis, Missouri 63178

Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

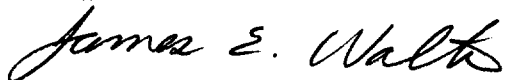
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

A check in the amount of \$18.00 is enclosed to cover the fee for recording the Bill of Sale and Release of Security Interest. Please file-stamp and return all counterparts not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated September 26, 1994, to Conditional Sale Agreement Dated as of January 15, 1976 (ICC Recordation No. 8228, March 1, 1976) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton
Legal Assistant

Enclosures

8228-A
RECORDED
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INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts
of which this is No. 2

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, PORTEC, INC. (Paragon Division) (the "Manufacturer") and St. Louis-San Francisco Railway Company now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement dated as of January 15, 1976, ("Agreement No. 91") covering the railroad equipment described in Exhibit "A" hereto (the "No. 91 Equipment");

WHEREAS, Agreement No. 91 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on March 1, 1976, and assigned Recordation No. 8228;

WHEREAS, the Manufacturer assigned its rights under Agreement No. 91 and its right, security title and interest to the No. 91 Equipment to the The Boatmen's National Bank of St. Louis (the "Assignee"), pursuant to an Agreement and Assignment dated as of January 15, 1976, between the Manufacturer and the Assignee; said Agreement and Assignment was filed simultaneously with Agreement No. 91 with the Interstate Commerce Commission on March 1, 1976, and therefore, also assigned Recordation No. 8228;

WHEREAS, the Railroad and the Assignee have entered into a Construction and Conditional Sale Agreement dated as of January 15, 1976, ("Agreement No. 92" and hereinafter together with Agreement No. 91 the "Agreements") covering the railroad equipment described in Exhibit "B" hereto (the "No. 92 Equipment" and hereinafter

together with the No. 91 Equipment the "Equipment");

WHEREAS, Agreement No. 92 was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on February 19, 1976, and assigned Recordation No. 8218;

WHEREAS, notice was given that the road numbers of the No. 92 Equipment had been changed in a Statement of New Road Numbers which was filed with the Interstate Commerce Commission on March 26, 1990 and assigned Recordation No. 8218-A;

WHEREAS, the Assignee has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreements, and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Assignee does hereby (a) acknowledge that the Agreements have been satisfied in full; (b) sell, assign, convey and transfer to the Railroad all its right, security title and interest in the Equipment; and (c) release any security interest it may have had in the Equipment, to the effect that such Equipment shall be transferred to the Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreements.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS HEREOF, the Assignee has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 26th day of September, 1994.

The Boatmen's National Bank of St. Louis

By: RC

ATTEST:

Am

STATE OF Missouri
COUNTY OF St. Louis, ss:

On this 26th day of September, 1994, before me personally appeared R. CLASQUIN, to me personally known, who being by me duly sworn, says that (s)he is the Trust Officer of The Boatmen's National Bank of St. Louis, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

JOY MARIE LINCOLN
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT 16, 1994

Joy Marie Lincoln
Notary Public

My commission expires:

Oct. 16, 1994

AUTO RACKS, ENCLOSED (33 TOTAL):

Previous SLSF Number

Current BN Number

R-1 - R-2

R-4 - R-24

R-26 - R-35

OPEN TOP HOPPER CARS, 100-TON CAPACITY (180 TOTAL):

<u>Previous SLSF Number</u>	<u>Current BN Number</u>
87800	540700
87802	551031
87803	551010
87804	551099
87805	551011
87806	551004
87807	551138
87808	551005
87809	551432
87810	551416
87811	551007
87812	551014
87813	551013
87815	540715
87816	551002
87817	551008
87818	551054
87819	
87820	551119
87821	551094
87822	540722
87824	551415
87825	551026
87826	551023
87827	540727
87828	540728
87829	540729
87830	551043
87831	551028
87833	551003
87834	551152
87835	540735
87836	551027
87837	551235
87838	551000
87839	551017
87841	551009
87842	551012
87843	551070
87844	551063
87845	551064
87846	551021
87847	540747
87848	540748
87850	551020
87851	540751

Previous SLSF Number

Current BN Number

87852	551388
87853	551118
87855	551015
87856	551098
87857	551018
87858	551073
87859	540759
87861	551032
87862	551100
87863	551022
87864	540764
87865	551025
87866	551011
87867	540767
87868	551006
87869	551024
87871	551062
87872	551440
87873	551077
87874	551101
87875	551067
87876	551019
87877	540777
87878	540778
87879	540779
87880	540780
87881	551379
87882	540782
87883	551093
87884	551102
87885	551096
87886	551016
87887	551066
87888	551069
87890	540790
87892	551315
87893	540793
87894	551418
87895	551090
87896	551061
87897	
87899	551436
87900	540800
87901	551329
87903	551413
87904	551267
87905	551092
87906	551425

Previous SLSF Number

Current BN Number

87907	551229
87908	551071
87909	551406
87910	551065
87911	551049
87912	551484
87913	540813
87914	540814
87915	551411
87916	540816
87917	551038
87918	551105
87919	551106
87921	551072
87922	540822
87924	551127
87925	540825
87926	551079
87927	540827
87928	551080
87929	540829
87930	540830
87931	551081
87932	551039
87933	551437
87934	551404
87935	540835
87936	551086
87937	540837
87938	551097
87939	551083
87940	551352
87941	551037
87942	551444
87944	551107
87945	551084
87946	551124
87947	551089
87948	551050
87949	551052
87950	551435
87951	551422
87954	551082
87955	551414
87956	551091
87957	540857
87958	551443
87959	551257

Previous SLSF Number

Current BN Number

87961	551193
87962	551103
87963	551169
87964	551108
87965	551074
87966	540866
87967	540867
87968	551284
87969	551088
87970	551075
87971	551279
87972	551167
87973	551496
87974	540874
87975	551085
87976	540876
87977	540877
87978	551040
87979	551431
87980	551360
87981	551366
87983	551042
87984	540884
87985	540885
87986	540886
87987	551505
87988	551340
87989	551342
87990	540890
87991	551367
87992	551036
87993	540893
87994	551044
87995	551068
87996	551392
87997	551428
87998	551095
87999	